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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850)922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
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2000 JUN -5 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

ICON FINANCIAL GROUP, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION**

**OF**

**ICON FINANCIAL GROUP, INC.**

**ARTICLE I - CORPORATE NAME & ADDRESS**

The name and address of the corporation is **ICON FINANCIAL GROUP, INC.**  
located at 6237 C Greycliff Dr, Boca Raton, Florida 33486

**ARTICLE II - DURATION**

The corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all-lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue ten thousand (10,000) shares of one dollar (\$1.00) per value common stock.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of 6237 C Greycliff Dr, Boca Raton, Florida 33486 and the name of the initial registered agent of this corporation at that address is Kenneth Marsh

**PREPARED BY:**

**ERIC YANKWITT**  
1975 EAST SUNRISE BLVD., SUITE 522  
FT. LAUDERDALE, FLORIDA 33304  
(954) 763-2829

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

NAME: Kenneth Marsh

ADDRESS: 6237 C Greycliff Dr, Boca Raton, Florida 33486

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is Kenneth Marsh 6237 C Greycliff Dr, Boca Raton, Florida 33486

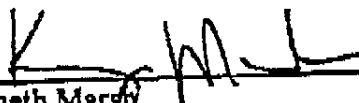
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this Day of , 2000

  
Kenneth Marsh

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 607.34 of the Florida Statutes, the following is submitted, in compliance with said act:

ICDN FINANCIAL GROUP, INC.  
First that A, desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation at the City of Boca Raton, County of Palm Beach, State of Florida has named Kenneth Marsh located 6237 C Greycliff Dr, Boca Raton, Florida 33486, county of Palm Beach, State of Florida, as its agent to accept service of process within the state.

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ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of the said act relative to keeping open said office

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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By: [Signature]  
Kenneth Marsh, Registered Agent

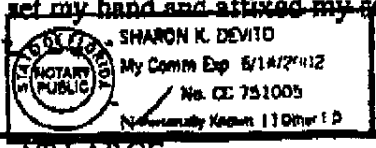
STATE OF FLORIDA

COUNTY OF Palm Beach

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Kenneth Marsh, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who has produced identification as shown below and did take an oath and who acknowledged his/her execution of the foregoing Articles of Incorporation to be his/her free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the state and county aforesaid, this 31 day of May,

[Signature]



NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

NOTARY PLEASE CHECK ONE:

- ( ) PERSON SIGNING DOCUMENT PERSONALLY KNOWN TO ME.
- ( ) PERSON SIGNING DOCUMENT PROVIDED THE FOLLOWING FORM OF IDENTIFICATION

TYPE: \_\_\_\_\_

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